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10 UNITED STATES DISTRICT COURT
11 NORTHERN DISTRICT OF CALIFORNIA
12 SAN FRANCISCO DIVISION

13 ANGEL FRALEY; PAUL WANG; SUSAN
14 MAINZER; JAMES H. DUVAL, a minor, by
and through JAMES DUVAL, as Guardian ad
15 Litem; and W.T., a minor, by and through
RUSSELL TAIT, as Guardian ad Litem;
16 individually and on behalf of all others
similarly situated,

17 Plaintiffs,

18 v.

19 FACEBOOK, INC., a corporation; and DOES
20 1-100,

21 Defendants.

Case No. CV 11-01726 RS

**DECLARATION OF JENNIFER M. KEOUGH
IN SUPPORT OF JOINT MOTION FOR
PRELIMINARY APPROVAL OF REVISED
SETTLEMENT**

DATE: October 25, 2012

TIME: 1:30 p.m.

JUDGE: Hon. Richard Seeborg

COURTROOM: 3

1 I, Jennifer M. Keough, hereby declare as follows:

2 1. I am Executive Vice President and Chief Operating Officer of The Garden City
3 Group, Inc. ("GCG"). The following statements are based on my personal knowledge and
4 information provided by other experienced GCG employees working under my supervision. If
5 called on to do so, I could and would testify competently thereto.

6 2. GCG has been providing comprehensive legal administrative and notice services
7 for over 25 years. GCG has a staff of more than 1,000 that includes lawyers, a nationally
8 recognized noticing expert, a team of software engineers, call center professionals, in-house legal
9 advertising specialists and graphic artists with extensive website design experience. Our team has
10 served as administrator for over 2,500 cases. In the course of its history, GCG has mailed over
11 287 million notices, disseminated over 700 million emails, handled over 28 million phone calls,
12 processed over 50 million claims, and distributed over \$33 billion in settlement benefits. A true
13 and correct copy of a document describing GCG's services and expertise is attached hereto as
14 **Exhibit A.**

15 3. GCG has been retained to implement and administer a number of complex and
16 technical email based notice administrations. Some of our largest email administrations include
17 Classmates.com, Webloyalty.com, Browning v. Yahoo! Inc., Expedia, Inc., AT & T Wireless,
18 Equifax Consumer Services, Inc., and 1-800 Flowers Retail. A more extensive list of the cases
19 GCG has handled can be found on our website at <http://www.gcgin.com>.

20 4. Based on GCG's experience and expertise, GCG has estimated that the total
21 administrative costs associated with the proposed Settlement, including costs associated with
22 providing notice, processing claim forms, and paying claims, will fall within the following
23 ranges: (1) should 200,000 claims be submitted, total administrative costs of between \$776,000 -
24 \$1.27 million; and (2) should 2 million claims be submitted, total administrative costs of between
25 \$2.55 million - \$3.04 million. These estimated cost ranges take into account and assume the
26 following facts: (1) class size of 123,868,976; (2) GCG will receive between 50,000 and 300,000
27 email communications from class members; (3) claims will be filed 97% online and 3% in
28 hardcopy; and (4) all claimants will request distribution of payment via check, which is a very

1 conservative assumption, because the cost of delivering a paper check substantially exceeds the
2 cost of making an electronic payment.

3 I declare under penalty of perjury that the foregoing is true and correct.

4 Executed on October 5, 2012 at Seattle, Washington.

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6 /s/ Jennifer M. Keough
Jennifer M. Keough
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ATTESTATION (CIVIL LOCAL RULE 5-1(i)(3))

In accordance with Civil Local Rule 5-1(i)(3), I attest that concurrence in the filing of this document has been obtained from the signatory.

Dated: October 5, 2012

COOLEY LLP

/s/ Michael G. Rhodes
Michael G. Rhodes

Attorneys for Defendant Facebook, Inc.